

1 3651-13  
RECORDATION NO. 15851-14  
Filed 1425

# UNION PACIFIC RAILROAD COMPANY

LAW DEPARTMENT

1416 DODGE STREET OMAHA, NE 68179

MAY 26 1988-3 25 PM

INTERSTATE COMMERCE COMMISSION



JAMES V. DOLAN

PAUL A. CONLEY, JR.  
Assistant Vice President-Law  
FREDERICK W. READ, III  
Assistant Vice President-Litigation  
L. JAMES BERGMANN  
Associate General Counsel

WILLIAM G. BARR  
MARK B. GOODWIN  
Assistant General Solicitor  
ROBERT B. BATCHELDER  
LAWRENCE E. WZOREK  
General Commerce Counsel  
BRENDA J. COUNCIL  
BARBARA W. ZANDBERGEN  
Senior Counsel

1 3651-13  
MAY 26 1988-3 25 PM

INTERSTATE COMMERCE COMMISSION

No. 8-147A094

Date MAY 26 1988  
Fee \$69.00 + 18.00  
78.

ICC Washington, D. C

Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
12th & Constitution, N.W.  
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

Recordation of Documents  
Pursuant to 49 U.S.C. § 11303

Dear Ms. McGee:

Enclosed please find an original and one counter-part of each of the documents described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code. The documents to be filed are an Equipment Leasing Agreement (a primary document) dated January 10, 1988, and the five (5) Lease Supplements related thereto.

The names and addresses of the parties to the lease are as follows:

Lessor:

NEMLC Leasing Corporation  
28 State Street  
Boston, Massachusetts 02107

15851-14  
RECORDATION NO. 15851-14  
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MAY 26 1988-3 25 PM

INTERSTATE COMMERCE COMMISSION

NANCY A. ROBERTS  
Legislative Counsel  
JOSEPH D. ANTHOFER  
JAMES D. BENAK  
GAYLA L. FLETCHER  
MARK A. KALAFUT  
LOUISE A. RINN  
General Attorney

RICHARD J. HAUZINGER  
COLLEEN A. LAMONT  
KEVIN E. NAYLOR  
Assistant General Attorney  
DAVID J. MCWILLAN  
Attorney

1 3651-13  
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MAY 26 1988-3 25 PM

INTERSTATE COMMERCE COMMISSION

1 3651-14  
RECORDATION NO. 15851-14  
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MAY 26 1988-3 25 PM

INTERSTATE COMMERCE COMMISSION

Lessee:

Missouri Pacific Truck Lines, Inc.  
210 North 13th Street.  
St. Louis, Missouri 63103

The equipment covered by the lease, as supplemented, is described as follows:

- a) One hundred and seventy-five (175) Thrall Mark V Trailers assigned AAR reporting numbers NERZ 448001 - 448175; and
- b) One hundred (100) Railroader Rail Bogies assigned AAR reporting numbers NETX 87001-87100; and
- c) Four (4) Mark V Adapterailers assigned AAR reporting numbers NEAX 000001 - 000004.

I have enclosed a check in the amount of \$60.00 to cover the filing fees. Please return the original and any extra copies not needed by the Commission for recordation to me at the following address:

Union Pacific Railroad Company  
Law Department  
Room 830  
Omaha, Nebraska 68179

The following is a short summary of each of the documents to appear in the index:

- 1. Equipment Leasing Agreement (Primary Lease) between NEMLC Leasing Corporation, having an office at 28 State Street, Boston, Massachusetts 02107 (Lessor), and Missouri Pacific Truck Lines, Inc., having an office at 210 North 13th Street, St. Louis, Missouri 63103 (Lessee), dated January 10, 1988, providing for the Lessee's lease of one hundred and seventy (175) Thrall Mark V Trailers, one hundred (100) Railroader Rail Bogies, and four (4) Mark V Adapterailers.
- 2. Lease Supplement No. One (1) to the Primary Lease dated February 26, 1988, covering one hundred and seventy-four (174) of the Thrall Mark V Trailers.

3. Lease Supplement No. Two (2) to the Primary Lease dated February 26, 1988, covering ninety-four (94) of the Railroader Rail Bogies.
4. Lease Supplement No. Three (3) to the Primary Lease dated April 14, 1988, covering one (1) of the Thrall Mark V Trailers.
5. Lease Supplement No. Four (4) to the Primary Lease dated April 14, 1988, covering the four (4) Mark V Adapterailers.
6. Lease Supplement No. Five (5) to the Primary Lease dated May 3, 1988, covering six (6) of the Railroader Rail Bogies.

If there are any questions regarding this filing, please write me at the above-mentioned address or call me at (402) 271-4928.

Very truly yours,



Brenda J. Council  
Counsel for Missouri  
Pacific Truck Lines, Inc.

LEASE SUPPLEMENT NO. One (1)

This Lease Supplement is executed pursuant to, and incorporates by reference all of the terms, conditions and provisions of, the Equipment Leasing Agreement dated as of January 10, 1988 between the undersigned Lessor and Lessee (herein, as amended and supplemented from time to time, called the "Lease"). Lessee hereby (a) acknowledges and certifies that each Item of Equipment described below or on any Schedule attached hereto has been selected by, delivered to, and inspected by, Lessee, and that as between Lessor and Lessee, each such Item is of a size, design, capacity and manufacture acceptable to and suitable for Lessee's purposes, has been installed to Lessee's satisfaction, and is in good working order, repair and condition; and (b) unconditionally accepts each such Item for lease under the Lease on the date hereof. Lessor and Lessee hereby agree that each Item of Equipment described below or on any Schedule attached hereto is hereby leased from Lessor to Lessee under and subject to all of the terms, conditions and provisions of the Lease; that the Term of each such Item commences on the date hereof and that such date is the Acceptance Date thereof; that the amount of the Acquisition Cost, Interim Rent and Basic Rent for all Items covered by this Lease Supplements and the Interim Term and Basic Term thereof, is as set forth below, and the amount of the Acquisition Cost of any Item listed on any Schedule attached hereto is as set forth therein. Lessee certifies that its representations and warranties set forth in Section 22 of the Lease are true and correct on the date hereof. All capitalized terms used herein which are not defined herein shall have the meaning given to such terms in the Lease.

1. Description of Item(s) of Equipment (include make, model, serial number and quantity):

174 New Mark V Trailers as listed on Schedule A attached hereto and made a part hereof.

2. AAR REPORTING MARKS AND NUMBERS: The AAR Reporting Marks and Numbers as listed on the attached Schedule A.
3. Acquisition Cost: \$4,476,631.98
4. Interim Term: commencing on date hereof and ending on February 29, 1988.
5. Basic Term: ninety-six (96) months, commencing on March 1, 1988, and ending on February 29, 1996.
6. Interim Rent for Interim Term: \$ 7,774.32 (plus applicable sales/use tax) and payable on March 1, 1988.
7. Basic Rent payable during Basic Term: \$58,304.10 (plus applicable sales/use tax) payable on each Rent Payment Date in advance during Basic Term, commencing on March 1, 1988.

Dated: February 26, 1988.

COUNTERPART NO. 2 OF 3  
SERIALLY NUMBERED MANUALLY EXECUTED  
COUNTERPARTS. TO THE EXTENT IF ANY  
THAT THIS DOCUMENT CONSTITUTES  
CHattel PAPER UNDER THE UNIFORM  
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COUNTERPART NO. 1.

NEMLC LEASING CORPORATION (Lessor)

By Meryl A. Bellan  
Title: Vice President

MISSOURI PACIFIC TRUCK LINES, INC. (Lessee)

By J. R. Davis  
Title: President

MISSOURI PACIFIC 1740P

RECORDED  
MAY 26 1988-3 56 PM  
INTERSTATE COMMERCE COMMISSION

Schedule A to Lease Supplement No. One (1)  
dated February 26, 1988

MARK V TRAILERS

12/30/87

<u>VEHICLE I.D. NUMBER</u>	<u>REPORTING MARKS</u>	<u>SHIPPING DATE</u>
41RB5V224HL100007	NERZ 448007	12/30/87
41RB5V228HL100009	NERZ 448009	12/30/87
41RB5V221HL100014	NERZ 448014	12/30/87
41RB5V223HL100015	NERZ 448015	12/30/87
41RB5V229HL100018	NERZ 448018	12/30/87
41RB5V229HL100021	NERZ 448021	12/30/87
41RB5V220HL100022	NERZ 448022	12/30/87
41RB5V222HL100023	NERZ 448023	12/30/87
41RB5V224HL100024	NERZ 448024	12/30/87
41RB5V226HL100025	NERZ 448025	12/30/87
41RB5V22XHL100030	NERZ 448030	12/30/87
41RB5V223HL100032	NERZ 448032	12/30/87
41RB5V229HL100035	NERZ 448035	12/30/87
41RB5V225HL100047	NERZ 448047	12/30/87
41RB5V227HL100048	NERZ 448048	12/30/87
41RB5V229HL100049	NERZ 448049	12/30/87
41RB5V229HL100052	NERZ 448052	12/30/87
41RB5V220HL100053	NERZ 448053	12/30/87
41RB5V22XHL100058	NERZ 448058	12/30/87
41RB5V224HL100072	NERZ 448072	12/30/87
41RB5V220HL100005	NERZ 448005	12/30/87
41RB5V228HL100026	NERZ 448026	12/30/87
41RB5V221HL100028	NERZ 448028	12/30/87
41RB5V223HL100029	NERZ 448029	12/30/87
41RB5V227HL100034	NERZ 448034	12/30/87
41RB5V220HL100036	NERZ 448036	12/30/87
41RB5V226HL100042	NERZ 448042	12/30/87
41RB5V221HL100045	NERZ 448045	12/30/87
41RB5V226HL100056	NERZ 448056	12/30/87
41RB5V228HL100057	NERZ 448057	12/30/87
41RB5V228HL100060	NERZ 448060	12/30/87

NEMLC Leasing Corporation (Lessor)

By: \_\_\_\_\_

Its: \_\_\_\_\_

Missouri: Pacific Truck Lines, Inc. (Lessee)

By: \_\_\_\_\_

Its: \_\_\_\_\_

COUNTERPART NO. 1 OF 3  
SERIALLY NUMBERED MANUALLY EXECUTED COUNTERPARTS.  
TO THE EXTENT IF ANY THAT THIS DOCUMENT CONSTITUTES  
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CODE, NO SECURITY INTEREST IN THIS DOCUMENT  
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Schedule A to Lease Supplement No. One (1)  
dated February 26, 1988

MARK V TRAILERS

1/4/88

<u>VEHICLE I.D.NUMBER</u>	<u>REPORTING MARKS</u>	<u>SHIPPING DATE</u>
41RB5V223HL100001	NERZ 448001	12/31/87
41RB5V227HL100020	NERZ 448020	12/31/87
41RB5V22XHL100027	NERZ 448027	12/31/87
41RB5V222HL100037	NERZ 448037	12/31/87
41RB5V224HL100038	NERZ 448038	12/31/87
41RB5V226HL100039	NERZ 448039	12/31/87
41RB5V222HL100040	NERZ 448040	12/31/87
41RB5V228HL100043	NERZ 448043	12/31/87
41RB5V22XHL100044	NERZ 448044	12/31/87
41RB5V223HL100046	NERZ 448046	12/31/87
41RB5V225HL100050	NERZ 448050	12/31/87
41RB5V227HL100051	NERZ 448051	12/31/87
41RB5V222HL100054	NERZ 448054	12/31/87
41RB5V22XHL100061	NERZ 448061	12/31/87
41RB5V221HL100062	NERZ 448062	12/31/87
41RB5V225HL100064	NERZ 448064	12/31/87
41RB5V222HL100068	NERZ 448068	12/31/87
41RB5V222HL100071	NERZ 448071	12/31/87

NEMLC Leasing Corporation (Lessor)

By: Cheryl A. Behan *us*

Its: VP President

Missouri: Pacific Truck Lines, Inc. (Lessee)

By: P. H. Hain

Its: President

COUNTERPART NO. 2 OF 3  
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Schedule A to Lease Supplement No. One (1)  
dated February 26, 1988

MARK V TRAILERS

1/27/88

<u>VEHICLE I.D. NUMBER</u>	<u>REPORTING MARKS</u>	<u>SHIPPING DATE</u>
41RB5V227HL100003	NERZ448003	01/27/88
41RB5V222HL100006	NERZ448006	01/27/88
41RB5V226HL100008	NERZ448008	01/27/88
41RB5V226HL100011	NERZ448011	01/27/88
41RB5V22XHL100013	NERZ448013	01/27/88
41RB5V225HL100016	NERZ448016	01/27/88
41RB5V221HL100031	NERZ448031	01/27/88
41RB5V225HL100033	NERZ448033	01/27/88
41RB5V224HL100041	NERZ448041	01/27/88
41RB5V224HL100055	NERZ448055	01/27/88
41RB5V223HL100063	NERZ448063	01/27/88
41RB5V229HL100066	NERZ448066	01/27/88
41RB5V220HL100067	NERZ448067	01/27/88
41RB5V221HL100076	NERZ448076	01/27/88
41RB5V227HL100079	NERZ448079	01/27/88
41RB5V222HL100085	NERZ448085	01/27/88
41RB5V229HL100102	NERZ448102	01/27/88
41RB5V220HL100103	NERZ448103	01/27/88

MARK V TRAILERS

1/29/88

41RB5V224HL100010	NERZ448010	01/29/88
41RB5V228HL100012	NERZ448012	01/29/88
41RB5V220HL100019	NERZ448019	01/29/88
41RB5V221HL100059	NERZ448059	01/29/88
41RB5V224HL100069	NERZ448069	01/29/88
41RB5V220HL100070	NERZ448070	01/27/88
41RB5V226HL100073	NERZ448073	01/29/88
41RB5V225HL100078	NERZ448078	01/29/88
41RB5V229HL100083	NERZ448083	01/29/88
41RB5V22XHL100089	NERZ448089	01/29/88
41RB5V228HL100091	NERZ448091	01/29/88
41RB5V225HL100095	NERZ448095	01/29/88
41RB5V225HL100100	NERZ448100	01/29/88
41RB5V221HL100109	NERZ448109	01/29/88
41RB5V228HL100110	NERZ448110	01/29/88
41RB5V222HL100118	NERZ448118	01/29/88
41RB5V224HL100119	NERZ448119	01/29/88
41RB5V227HL100129	NERZ448129	01/29/88
41RB5V226HL100137	NERZ448137	01/29/88

NEMLC Leasing Corporation (Lessor)

By: *Chaf Abelian*

Its: *Vice President*

Missouri: Pacific Truck Lines, Inc. (Lessee)

By: *J. R. Jam*

Its: *President*

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Schedule A to Lease Supplement No. One (1)  
dated February 26, 1988

MARK V TRAILERS

2/2/88

<u>VEHICLE I.D.NUMBER</u>	<u>REPORTING MARKS</u>	<u>SHIPPING DATE</u>
41RB5V225HL100128	NERZ 448128	02/02/88
41RB5V226HL100140	NERZ 448140	02/02/88
41RB5V223HL100144	NERZ 448144	02/02/88
41RB5V222HL100152	NERZ 448152	02/02/88
41RB5V22XHL100173	NERZ 448173	02/02/88
41RB5V224HL100086	NERZ 448086	02/02/88
41RB5V228HL100088	NERZ 448088	02/02/88
41RB5V221HL100093	NERZ 448093	02/02/88
41RB5V223HL100094	NERZ 448094	02/02/88
41RB5V227HL100096	NERZ 448096	02/02/88
41RB5V220HL100098	NERZ 448098	02/02/88
41RB5V222HL100099	NERZ 448099	02/02/88
41RB5V22XHL100111	NERZ 448111	02/02/88
41RB5V224HL100113	NERZ 448113	02/02/88
41RB5V225HL100114	NERZ 448114	02/02/88
41RB5V229HL100116	NERZ 448116	02/02/88
41RB5V220HL100117	NERZ 448117	02/02/88
41RB5V222HL100121	NERZ 448121	02/02/88
41RB5V221HL100126	NERZ 448126	02/02/88

NEMLC Leasing Corporation (Lessor)

By: Cheryl A. Berman

Its: Vice President

Missouri: Pacific Truck Lines, Inc. (Lessee)

By: J. H. Davis

Its: President

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Schedule A to Lease Supplement No. One (1)  
dated February 26, 1988

MARK V TRAILERS

2/4/88

<u>VEHICLE I.D. NUMBER</u>	<u>REPORTING MARKS</u>	<u>SHIPPING DATE</u>
41RB5V227HL100082	NERZ 448082	02/03/88
41RB5V220HL100084	NERZ 448084	02/03/88
41RB5V226HL100087	NERZ 448087	02/03/88
41RB5V229HL100097	NERZ 448097	02/03/88
41RB5V22XHL100108	NERZ 448108	02/03/88
41RB5V220HL100120	NERZ 448120	02/03/88
41RB5V229HL100133	NERZ 448133	02/03/88
41RB5V222HL100135	NERZ 448135	02/03/88
41RB5V229HL100147	NERZ 448147	02/03/88
41RB5V220HL100148	NERZ 448148	02/03/88
41RB5V220HL100151	NERZ 448151	02/03/88
41RB5V226HL100154	NERZ 448154	02/03/88
41RB5V22XHL100156	NERZ 448156	02/03/88
41RB5V225HL100159	NERZ 448159	02/03/88
41RB5V227HL100163	NERZ 448163	02/03/88
41RB5V222HL100166	NERZ 448166	02/03/88
41RB5V224HL100167	NERZ 448167	02/03/88
41RB5V226HL100168	NERZ 448168	02/03/88
41RB5V228HL100169	NERZ 448169	02/03/88

NEMLC Leasing Corporation (Lessor)

By: \_\_\_\_\_

Its: \_\_\_\_\_

Missouri: Pacific Truck Lines, Inc. (Lessee)

By: \_\_\_\_\_

Its: \_\_\_\_\_

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Schedule A to Lease Supplement No. One (1)  
dated February 26, 1988

MARK V TRAILERS

2/5/88

VEHICLE I.D. NUMBER	REPORTING MARKS	SHIPPING DATE
41RB5V225HL100131	NERZ 448131	02/04/88
41RB5V227HL100132	NERZ 448132	02/04/88
41RB5V220HL100134	NERZ 448134	02/04/88
41RB5V224HL100136	NERZ 448136	02/04/88
41RB5V228HL100138	NERZ 448138	02/04/88
41RB5V22XHL100142	NERZ 448142	02/04/88
41RB5V222HL100149	NERZ 448149	02/04/88
41RB5V229HL100150	NERZ 448150	02/04/88
41RB5V223HL100158	NERZ 448158	02/04/88
41RB5V221HL100160	NERZ 448160	02/04/88
41RB5V229HL100164	NERZ 448164	02/04/88
41RB5V220HL100165	NERZ 448165	02/04/88
41RB5V226HL100171	NERZ 448171	02/04/88
41RB5V227HL100065	NERZ 448065	02/04/88
41RB5V228HL100074	NERZ 448074	02/04/88
41RB5V22XHL100075	NERZ 448075	02/04/88
41RB5V223HL100077	NERZ 448077	02/04/88
41RB5V227HL100101	NERZ 448101	02/04/88
41RB5V222HL100104	NERZ 448104	02/04/88
41RB5V226HL100106	NERZ 448106	02/04/88
41RB5V221HL100112	NERZ 448112	02/04/88
41RB5V227HL100115	NERZ 448115	02/04/88
41RB5V224HL100122	NERZ 448122	02/04/88
41RB5V22XHL100125	NERZ 448125	02/04/88
41RB5V223HL100127	NERZ 448127	02/04/88
41RB5V223HL100130	NERZ 448130	02/04/88

NEMLC Leasing Corporation (Lessor)

By: \_\_\_\_\_

Its: \_\_\_\_\_

Missouri: Pacific Truck Lines, Inc. (Lessee)

By: \_\_\_\_\_

Its: \_\_\_\_\_

COUNTERPART NO. 1 OF 3  
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Schedule A to Lease Supplement No. One (1)  
dated February 26, 1988

MARK V TRAILERS

2/8/88

<u>VEHICLE I.D. NUMBER</u>	<u>REPORTING MARKS</u>	<u>SHIPPING DATE</u>
41RB5V221HL100000	NERZ 448000	02/06/88
41RB5V225HL100002	NERZ 448002	02/06/88
41RB5V227HL100017	NERZ 448017	02/06/88
41RB5V225HL100081	NERZ 448081	02/06/88
41RB5V224HL100105	NERZ 448105	02/06/88
41RB5V228HL100107	NERZ 448107	02/06/88
41RB5V226HL100123	NERZ 448123	02/06/88
41RB5V228HL100124	NERZ 448124	02/06/88
41RB5V225HL100145	NERZ 448145	02/06/88
41RB5V224HL100153	NERZ 448153	02/06/88
41RB5V228HL100155	NERZ 448155	02/06/88
41RB5V221HL100157	NERZ 448157	02/06/88
41RB5V223HL100161	NERZ 448161	02/06/88
41RB5V225HL100162	NERZ 448162	02/06/88
41RB5V228HL100172	NERZ 448172	02/06/88

NEMLC Leasing Corporation (Lessor)

By: \_\_\_\_\_

Its: \_\_\_\_\_

Missouri: Pacific Truck Lines, Inc. (Lessee)

By: \_\_\_\_\_

Its: \_\_\_\_\_

COUNTERPART NO. 1 OF 3  
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Schedule A to Lease Supplement No. One (1)  
dated February 26, 1988

MARK V TRAILERS

2/8/88

<u>VEHICLE I.D. NUMBER</u>	<u>REPORTING MARKS</u>	<u>SHIPPING DATE</u>
41RB5V226HL100090	NERZ 448090	02/05/88
41RB5V224HL100170	NERZ 448170	02/05/88
41RB5V221HL100143	NERZ 448143	02/03/88

2/10/88

41RB5V22XHL100139	NERZ 448139	02/09/88
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2/16/88

41RB5V223HL100080	NERZ 448080	02/15/88
41RB5V22XHL100092	NERZ 448092	02/15/88
41RB5V228HL100141	NERZ 448141	02/15/88
41RB5V227HL100146	NERZ 448146	02/15/88
41RB5V221HL100174	NERZ 448174	02/15/88

NEMLC Leasing Corporation (Lessor)

By: \_\_\_\_\_

Its: \_\_\_\_\_

Missouri: Pacific Truck Lines, Inc. (Lessee)

By: \_\_\_\_\_

Its: \_\_\_\_\_

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